## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
MESA AIR GROUP, INC., et al.,	Case No. 10-10018 (MG)
Debtors. <sup>1</sup>	(Jointly Administered)
	1

## ORDER EXPUNGING AND DISALLOWING CLAIMS OF CERTAIN AIRCRAFT PARTIES THAT ARE DUPLICATIVE OF CLAIMS FILED BY THE INDENTURE TRUSTEE (OMNIBUS OBJECTION NO. 14)

Upon the *Omnibus Objection of Post-Effective Date Debtors Seeking to Expunge and Disallow Claims Filed by Certain Aircraft parties that are Duplicative of Claims Filed by Indenture Trustees (Omnibus Objection No. 14)* (the "Objection"),<sup>2</sup> filed by Reorganized Mesa Air Group, Inc., its affiliated Reorganized Debtors,<sup>3</sup> and its affiliated Liquidating Debtors<sup>4</sup> (collectively, the "Post-Effective Date Debtors"), the Court having reviewed the Objection and the Declaration of James E. Swigart attached thereto as Exhibit 2 (the "Declaration") and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the "Hearing"), the Court finds that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. §

157(b)(2); (c) notice of the Objection and the Hearing was sufficient under the circumstances and in full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and

The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364), Mesa Airlines, Inc. (4800), MPD, Inc. (7849), Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchii, Inc. (5531); and Patar, Inc. (1653).

<sup>&</sup>lt;sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

<sup>&</sup>lt;sup>3</sup> The Reorganized Debtors are: Mesa Air Group, Inc., Mesa Air New York, Inc., Mesa In-Flight, Inc., Freedom Airlines, Inc., Mesa Airlines, Inc., MPD, Inc., Regional Aircraft Services, Inc., Mesa Air Group Airline Inventory Management, LLC, and Nilchii, Inc.

<sup>&</sup>lt;sup>4</sup> The Liquidating Debtors are: Ritz Hotel Management Corp., Air Midwest, Inc., and Patar, Inc.

orders of this Court, and(d) the legal and factual bases set forth in the Objection, the Declaration

and at the Hearing establish just cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED in its entirety.

2. Each of the claims identified as a "Claim To Be Expunged and

Disallowed" on Exhibit A attached hereto is expunged and disallowed in its entirety, pursuant to

section 502 of the Bankruptcy Code.

3. Each of the claims identified as "Surviving Claims" on Exhibit A attached

hereto is unaffected by the relief granted herein

4. The Post-Effective Date Debtors and the claims and noticing agent in

these chapter 11 cases, Epiq Bankruptcy Solutions, LLC, as well as the Clerk of this Court are

authorized to take any and all actions that are necessary or appropriate to give effect to this

Order.

5. Nothing in this Order shall be construed as or in any way constitute a

waiver of the Post-Effective Date Debtors' right to assert any objections to any claims or proofs

of claim including those identified on Exhibit A, on any additional ground whatsoever, and all

such rights are reserved and preserved.

6. The Court retains jurisdiction with to all matters arising from or related to

the implementation, interpretation, and enforcement of this Order.

Date: September 28, 2011

New York, New York

/s/Martin Glenn

MARTIN GLENN

United States Bankruptcy Judge

## **EXHIBIT A**

Exhibit A to Order Granting to Order Granting Omnibus Objection of Mesa Air Group, Inc., et al. to Duplicative Indenture Trustee Claims (Omnibus Objection No. 14)

All Surviving Claims have been allowed pursuant to prior order of this Court. Surviving Claim Amounts may include claims related to multiple aircraft. Nothing in this Objection is intended to alter the Surviving Claims in any way.

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Surviving Claimant Name	and Address	23,555,825.00 JPMORGAN CHASE BANK TRANSFEROR: U.S. BANK NA ATTN: SUSAN MCNAMARA MAIL CODE: NY1-A436 ONE CHASE MANHATTAN PLAZA - FIr 26 NEW YORK, NY 10005	92,601,383.12 CONTRARIAN FUNDS, LLC TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: ALISA MUMOLA ATTU WEST PUTTNAM AVENUE, SUITE 425 GREENWICH, CT 06830	CONTRARIAN FUNDS, LLC TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: ALISA MUMOLA 411 WEST PUTNAM AVENUE, SUITE 425 GREENWICH, CT 06830	CONTRARIAN FUNDS, LLC TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: ALISA MUMOLA 411 WEST PUTNAM AVENUE, SUITE 425 GREENWICH, CT 06830			CONTRARIAN FUNDS, LLC TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: ALISA MUMOLA 411 WEST PUTNAM AVBUUE, SUITE 425 GREENWICH, CT 06830	
Surviving Claim	Amount	23,555,825.00	92,601,383.12	92,601,383.12	92,601,383.12	92,601,383.12	92,601,383.12	92,601,383.12	5,180,277.81 895,225.40
Surviving Claim	No(s).	1100	1090	1090	1090	1090	1090	1090	1479
:	lall No.	N17337	N17217	N37208	N27191	N37218	N47239	N47202	N77278
	Amount of Claim	6,051.76 N17337	5,648.82 N17217	5,691.32   N37208	5,343.82 N27191	5,824.32   N37218	5,343.82	5,714.32   N47202	5,806.84 N77278
:	Debtor		Mesa Airlines, Inc.	Mesa Airlines, Inc.	Mesa Airlines, Inc.	Mesa Airlines, Inc.	Mesa Airlines, Inc.	Mesa Airlines, Inc.	Mesa Airlines, Inc.
:	Claimant Name and Address	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110
Claim to be	Expunged and Disallowed	778	779	789	793	797	803	804	807

Exhibit A to Order Granting to Order Granting Omnibus Objection of Mesa Air Group, Inc., et al. to Duplicative Indenture Trustee Claims (Omnibus Objection No. 14)

All Surviving Claims have been allowed pursuant to prior order of this Court. Surviving Claim Amounts may include claims related to multiple aircraft. Nothing in this Objection is intended to alter the Surviving Claims in any way.

Surviving Claimant Name	and Address		12 CONTRARIAN FUNDS, ILC TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: ALISA MUMOLA 411 WEST PUTINAN AVENUE, SUITE 425 GREENWICH, CT 06830	12 CONTRARIAN FUNDS, LLC TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: ALISA MUMOLA 411 WEST PUTNAM AVENUE, SUITE 425 GREENWICH, CT 06830		12 RIVA RIDGE MASTER FUND, LTD TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: PETER FINELLI 55 FIFTH AVENUE, 13TH FLOOR NEW YORK, NY 10003		10 UBS AG, STANFORD BRANCH TRANSFEROR: U.S. BANK NATIONAL ASSOCIATI STEPHEN SCANAPIECO 677 WASHINGTON BLVD STAMFORD, CT 06901		12 RIVA RIDGE MASTER FUND, LTD TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: PETER FINELLI 55 FIFT: PACKOUE, 18TH FLOOR NEW YORK, NY 10003	12 RIVA RIDGE MASTER FUND, LTD TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: PETER FINELLI 55 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10003	12 RIVA RIDGE MASTER FUND, LTD TRANSFEROR: US BANK NATIONAL ASSOCIATION ATTN: PETER FINELLI 55 FIFTH AVENUE, 18TH FLOOR NEW YORK, NY 10003
Surviving Claim	Amount	23,555,825.00	92,601,383.12	92,601,383.12	92,601,383.12	92,601,383.12	14,083,094.29	23,555,825.00	92,601,383.12	92,601,383.12	92,601,383.12	92,601,383.12
Surviving Claim	No(s).	1100	1090	1090	1093	1093	1196	1076	1093	1093	1093	1093
-	Tail No.	N77331	. N77195	N37228	5,366.82 N37228	5,366.82 N77195	5,182.26 N87353	6,051.76 N17337	5,471.32 N17175	5,648.82 N17217	5,343.82 N27191	5,691.32 N37208
	Amount of Claim	6,209.26	5,366.82	5,366.82	5,366.82	5,366.82	5,182.26	6,051.76	5,471.32	5,648.82	5,343.82	5,691.32
	Debtor	Mesa Airlines, Inc.	Mesa Airlines, Inc.	Mesa Airlines, Inc.	Mesa Air Group, Inc.	Mesa Air Group, Inc.	Mesa Air Group, Inc.	Mesa Air Group, Inc.	Mesa Air Group, Inc.	Mesa Air Group, Inc.	Mesa Air Group, Inc.	Mesa Air Group, Inc.
	Claimant Name and Address	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110	U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL STREET BOSTON, MA 02110
Claim to be	Expunged and Disallowed	815	822	824	850	852	888	893	894	895	006	904

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to Order Granting Omnibus Objection of Mesa Air Group, Inc., et al. to Duplicative Indenture Trustee Claims (Omnibus Objection No. 14)

All Surviving Claims have been allowed pursuant to prior order of this Court. Surviving Claim Amounts may include claims related to multiple aircraft. Nothing in this Objection is intended to alter the Surviving Claims in any way.

Surviving Claimant Name ATTN: SUSAN MCNAMARA MAIL CODE: NY1-A436 CONTRARIAN FUNDS, LLC TRANSFEROR: US BANK NATIONAL ASSOCIATION and Address TRANSFEROR: US BANK NATIONAL ASSOCIATION TRANSFEROR: US BANK NATIONAL ASSOCIATION TRANSFEROR: US BANK NATIONAL ASSOCIATION C/O BRIGADE CAPITAL MGMT - NEAL GOLDMAN C/O BRIGADE CAPITAL MGMT - NEAL GOLDMAN TRANSFEROR: U.S. BANK NATIONAL ASSOCIATI TRANSFEROR: U.S. BANK NATIONAL ASSOCIATI 6,075,503.21 BRIGADE LEVERAGED CAPITAL STRUCTURES TRANSFEROR: U.S. BANK NATIONAL ASSOC. KITTY HAWK MASTER FUND II LTD. TRANSFEROR: U.S. BANK NATIONAL ASSOC. TRANSFEROR: U.S. BANK NATIONAL ASSOC. 411 WEST PUTNAM AVENUE, SUITE 425 ONE CHASE MANHATTAN PLAZA - FIr 26 FUNDS LTD. - ATTN: NEAL GOLDMAN 895,225.40 KITTY HAWK MASTER FUND LTD. STAMFORD, CT 06901 RIVA RIDGE MASTER FUND, LTD RIVA RIDGE MASTER FUND, LTD 92,601,383.12 RIVA RIDGE MASTER FUND, LTD 55 FIFTH AVENUE, 18TH FLOOR 55 FIFTH AVENUE, 18TH FLOOR 55 FIFTH AVENUE, 18TH FLOOR UBS AG, STANFORD BRANCH TRANSFEROR: U.S. BANK NA 23,555,825.00 UBS AG, STANFORD BRANCH **677 WASHINGTON BLVD 677 WASHINGTON BLVD** JPMORGAN CHASE BANK ATTN: ALISA MUMOLA GREENWICH, CT 06830 STEPHEN SCANAPIECO STEPHEN SCANAPIECO NEW YORK, NY 10022 NEW YORK, NY 10003 NEW YORK, NY 10003 NEW YORK, NY 10003 NEW YORK, NY 10022 NEW YORK, NY 10022 STAMFORD, CT 06901 NEW YORK, NY 10005 ATTN: PETER FINELLI ATTN: PETER FINELLI 399 PARK AVENUE 399 PARK AVENUE 399 PARK AVENUE 92,601,383.12 92,601,383.12 23,555,825.00 5,180,277.81 92,601,383.12 23,555,825.00 Surviving Claim Surviving Claim No(s). 1076 1093 1093 1204 1090 1076 1100 1093 Tail No. N77278 N37218 N47239 N77331 N47202 N17175 N77337 N77337 5,824.32 6,209.26 5,714.32 5,343.82 5,471.32 13,158,658.28 13,158,658.28 Amount of Claim 5,806.84 Mesa Air Group, Inc. Mesa Airlines, Inc. Mesa Airlines, Inc. Debtor WELLS FARGO BANK NORTHWEST, NA, AS OWNER TRUSTEE WELLS FARGO BANK NORTHWEST, NA, AS OWNER TRUSTEE Claimant Name and Address U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT U.S. BANK NATIONAL ASSOCIATION, AS TTEE ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ATTN: VAL ORTON, VICE PRESIDENT 299 SOUTH MAIN STREET, 12TH FLOOR SALT LAKE CITY, UT 84111 299 SOUTH MAIN STREET, 12TH FLOOR ATTN: VAL ORTON, VICE PRESIDENT SALT LAKE CITY, UT 84111 ONE FEDERAL STREET BOSTON, MA 02110 Expunged and Claim to be Disallowed 1276 1275 905 912 919 925 935 917

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Exhibit A to Order Granting
Comnibus Objection of Mesa Air Group, Inc., et al. to Duplicative Indenture Trustee Claims
(Omnibus Objection No. 14)

All Surviving Claims have been allowed pursuant to prior order of this Court. Surviving Claim Amounts may include claims related to multiple aircraft. Nothing in this Objection is intended to alter the Surviving Claims in any way.

Surviving Claimant Name ATTN: SUSAN MCNAMARA MAIL CODE: NY1-A436 and Address TRANSFEROR: U.S. BANK NATIONAL ASSOCIATI NEW YORK, NY 10005 MARBLEGATE SPECIAL OPP. MASTER FUND LP MARBLEGATE SPECIAL OPP. MASTER FUND LP TRANSFEROR: US BANK NA AS SECURITY TTEE MARBLEGATE SPECIAL OPP. MASTER FUND LP TRANSFEROR: US BANK NA AS SECURITY TTEE TRANSFEROR: US BANK NA AS SECURITY TTEE ONE CHASE MANHATTAN PLAZA - FIr 26 80 FIELD POINT RD, SUITE 101 80 FIELD POINT RD, SUITE 101 80 FIELD POINT RD, SUITE 101 TRANSFEROR: U.S. BANK NA 23,555,825.00 UBS AG, STANFORD BRANCH 677 WASHINGTON BLVD JPMORGAN CHASE BANK STEPHEN SCANAPIECO GREENWICH, CT 06830 GREENWICH, CT 06830 GREENWICH, CT 06830 ATTN: MARK ZOLDAN ATTN: MARK ZOLDAN ATTN: MARK ZOLDAN STAMFORD, CT 06901 12,733,511.53 12,733,511.53 23,555,825.00 13,499,414.00 Surviving Claim Amount Surviving Claim No(s). 1100 1076 1576 1540 1539 Tail No. N77331 N77331 N841MJ N840MJ 841MJ Amount of Claim 13,041,702.20 13,041,702.20 10,989,661.71 10,989,661.71 11,028,960.23 Mesa Air Group, Inc. Mesa Air Group, Inc. Mesa Air Group, Inc. WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION AS Mesa Airlines, Inc. Mesa Airlines, Inc. Debtor WELLS FARGO BANK NORTHWEST, NA, AS OWNER TRUSTEE WELLS FARGO BANK NORTHWEST, NA, AS OWNER TRUSTEE ATTN: VAL ORTON, VICE PRESIDENT Claimant Name and Address WELLS FARGO BANK NORTHWEST, NATIONAL WELLS FARGO BANK NORTHWEST, NATIONAL 299 SOUTH MAIN STREET, 12TH FLOOR 299 SOUTH MAIN STREET, 12TH FLOOR ATTN: VAL ORTON, VICE PRESIDENT ASSOCIATION AS OWNER TRUSTEE ASSOCIATION AS OWNER TRUSTEE SALT LAKE CITY, UT 84111 299 SOUTH MAIN STREET SALT LAKE CITY, UT 84111 299 SOUTH MAIN STREET 299 SOUTH MAIN STREET OWNER TRUSTEE 12TH FLOOR **Expunged and** Claim to be Disallowed 1279 1280 1067 672 671

Exhibit A to Order Granting to Order Granting Omnibus Objection of Mesa Air Group, Inc., et al. to Duplicative Indenture Trustee Claims (Omnibus Objection No. 14)

All Surviving Claims have been allowed pursuant to prior order of this Court. Surviving Claim Amounts may include claims related to multiple aircraft. Nothing in this Objection is intended to alter the Surviving Claims in any way.

Exhibit A to Order Granting to Order Granting Omnibus Objection of Mesa Air Group, Inc., et al. to Duplicative Indenture Trustee Claims (Omnibus Objection No. 14)

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Claim to be Expunged and Disallowed	Claimant Name and Address	Debtor	Amount of Claim Tail No.	Tail No.	Surviving Claim No(s).	Surviving Claim Amount	Surviving Claimant Name and Address
1433	WELLS FARGO BANK NORTHWEST,	Mesa Airlines, Inc.	10,989,661.71 N841MJ	N841MJ	1576	12,733,511.53	12,733,511.53 MARBLEGATE SPECIAL OPP. MASTER FUND LP
	NATIONAL ASSOCIATION AS OWNER TRUSTEE						TRANSFEROR: US BANK NA AS SECURITY TTEE
	299 SOUTH MAIN STREET						ATTN: MARK ZOLDAN
	12TH FLOOR						80 FIELD POINT RD, SUITE 101
	SALT LAKE CITY, UT 84111						GREENWICH, CT 06830
1456	WELLS FARGO BANK	Mesa Airlines, Inc.	11,028,960.23 N840MJ	N840MJ	1575	13,499,414.00	13,499,414.00 MARBLEGATE SPECIAL OPP. MASTER FUND LP
	NATIONAL ASSOCIATION, AS OWNER TRUSTEE						TRANSFEROR: US BANK NA AS SECURITY TTEE
	299 SOUTH MAIN STREET						ATTN: MARK ZOLDAN
	12TH FLOOR						80 FIELD POINT RD, SUITE 101
	SALT LAKE CITY, UT 84111						GREENWICH, CT 06830
1066	WELLS FARGO BANK	Mesa Airlines, Inc.	11,028,960.23 840MJ	840MJ	1575	13,499,414.00	13,499,414.00 MARBLEGATE SPECIAL OPP. MASTER FUND LP
	NATIONAL ASSOCIATION, AS OWNER TRUSTEE						TRANSFEROR: US BANK NA AS SECURITY TTEE
	299 SOUTH MAIN STREET						ATTN: MARK ZOLDAN
	12TH FLOOR						80 FIELD POINT RD, SUITE 101
	SALT LAKE CITY, UT 84111						GREENWICH, CT 06830

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